

**EXHIBIT A**

**[Warner Declaration]**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

<b>In re:</b>	§ <b>Chapter 11</b>
	§
<b>SPHERATURE INVESTMENTS LLC,</b>	§ <b>Case No.: 20-42492</b>
<b><i>et al.</i>,<sup>1</sup></b>	§
	§
<b>Debtors.</b>	§ <b>Jointly Administered</b>

**DECLARATION OF MICHAEL D. WARNER, ESQ. IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP  
AS COUNSEL EFFECTIVE AS OF FEBRUARY 1, 2021**

I, Michael D. Warner, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Texas, that the following is true and correct:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 440 Louisiana Street, Suite 900, Houston, Texas 77002, with other offices in California, New York, and Delaware. I am duly admitted to practice law in the States of Texas and California.

2. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 1, 2021* (the “Application”).

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<sup>1</sup> The “Debtors” in the above-captioned jointly administered chapter 11 bankruptcy cases (“Cases”) are: Spherature Investments LLC (“Spherature”) EIN#5471; Rovia, LLC (“Rovia”) EIN#7705; WorldVentures Marketing Holdings, LLC (“WV Marketing Holdings”) EIN#3846; WorldVentures Marketplace, LLC (“WV Marketplace”) EIN#6264; WorldVentures Marketing, LLC (“WV Marketing”) EIN#3255; WorldVentures Services, LLC (“WV Services”) EIN#2220.

3. PSZJ has approximately 75 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. PSZJ's attorneys have extensive experience representing creditors' committees in complex chapter 11 cases throughout the country, including *Studio Movie Grill Holdings, LLC* (N.D. Tex.); *Tailored Brands, Inc.* (S.D. Tex.), *Neiman Marcus Group* (S.D. Tex.), *Chinos Holdings, Inc.* (E.D. Va.), *Gymboree* (E.D. Va.), *Payless Holdings* (E.D. Mo.), *Frank Theatres Bayonne/South Cove, LLC* (D. N.J.), *Ashley Stewart Holdings, Inc.* (D. N.J.); *Bakers Footwear* (E.D. Mo.), *The Bon-Ton Stores* (D. Del.), *Ignite Restaurant Group* (S.D. Tex.), *Sports Authority* (D. Del.), *Western Convenience Stores* (D. Colo.), *BCBG Max Azria* (S.D.N.Y.), *Anna's Linens*, (C.D. Cal.), *Aéropostale* (S.D.N.Y.), *155 Route 10 Associates, Inc.* (D. N.J.), and *Pennsylvania Fashions, Inc.* (D. N.J.). Additionally, PSZJ's attorneys have substantial experience representing parties-in-interest in bankruptcy cases in this District. Accordingly, the Firm is well-qualified to render the services described below.

4. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee (collectively the "U.S. Trustee") or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Eastern District of Texas, except as set forth herein.

5. The Debtors have retained various professionals, including Foley & Lardner LLP and Larx Advisors LLP. The Committee is also seeking to retain GlassRatner Advisory & Capital Group LLC, d/b/a B. Riley Advisory Services ("B. Riley") as financial advisor. The Firm has previously worked with and will continue to work with certain of these referenced

professionals on various representations wholly unrelated to these cases, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

6. Section 1103(b) of the Bankruptcy Code does not impose the general “disinterestedness” standard of section 327(a) on proposed counsel to an official committee of unsecured creditors. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, their estates, professionals, and the U.S. Trustee.

7. The Firm has made the following investigation of its connections prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties in interest in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of parties provided by the Debtors through the Firm’s database. The parties entered in the Firm’s database with respect to the Firm’s conflicts check in these cases are set forth on Schedule 1 annexed hereto.

8. Based on the Firm’s conflict check within its database, the Firm has not encountered any creditors of the Debtors in which an actual conflict exists between the Firm and such creditors. However, in an abundance of caution, the Firm discloses the following:

- a. Russell Nelms, one of the Debtors’ independent directors, also serves as an independent director of Highland Capital Management, L.P.

(“Highland”). Highland is a debtor in a proceeding pending in the United States Bankruptcy Court for the Northern District of Texas, in which proceeding the Firm represents Highland.

9. If, at any time during the course of this proceeding, the Firm learns of any representation which may give rise to a conflict, the Firm will promptly file with the Court an amended declaration identifying and specifying such involvement.

10. PSZJ and certain of its attorneys have represented and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases.

11. PSZJ represented, represents, and in the future will likely represent committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases.

12. The Firm has not received any retainer or payment from the Debtors or the Committee. Nor has the Firm received any promise of payment in connection with these cases during the one-year period prior to the filing of the Debtors’ petitions. No compensation has been paid or promised to be paid from a source other than the Debtors’ estates in these cases. No promises have been received by the Firm nor by any attorneys thereof as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

13. The Firm intends to apply for compensation for professional services rendered in connection with these cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court. The Firm's current standard hourly rates are:

<b>Partners</b>	\$845.00 to \$1,695.00 per hour
<b>Of Counsel</b>	\$695.00 to \$1,275.00 per hour
<b>Associates</b>	\$695.00 to \$725.00 per hour
<b>Paraprofessionals</b>	\$425.00 to \$460.00 per hour

14. The attorneys and paralegals primarily responsible for representing the Committee, and their current standard hourly rates are:

Name	Title	Hourly Rate
Robert J. Feinstein	Partner	\$1,395.00
Michael D. Warner	Partner	\$1,225.00
Ayala A. Hassell	Of Counsel	\$725.00
Steven W. Golden	Associate	\$725.00
Kerri LaBrada	Paralegal	\$460.00

15. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

16. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized

research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

17. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these cases, including B. Riley as financial advisor. PSZJ intends to work closely with any such professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed on behalf of the Committee or charged to the Debtors' estates.

18. The Firm provides the following responses to the questions set forth in *Part D of the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the "Revised UST Guidelines"):

<b>Questions Required by Part D1 of Revised UST Guidelines:</b>	<b>Answer:</b>	<b>Further explanation:</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	N/A
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement,	N/A	N/A

<b>Questions Required by Part D1 of Revised UST Guidelines:</b>	<b>Answer:</b>	<b>Further explanation:</b>
including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.		
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	N/A	As Committee counsel, PSZJ anticipates that its budget will be governed by any cash collateral or debtor-in-possession financing order approved by the Court, subject to any rights that the Committee may have to object if an agreement on a budget cannot be reached. The Committee and its professionals reserve all rights to seek approval of Committee professional fees.

19. PSZJ intends to make a reasonable effort to comply with the UST's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 18, 2021

/s/ Michael D. Warner  
Michael D. Warner



**EXHIBIT 1**

**[Interested Parties List]**

**Debtors**

- Spherature Investments LLC
- Rovia, LLC
- WorldVentures Marketing Holdings, LLC
- WorldVentures Marketplace, LLC
- WorldVentures Marketing, LLC
- WorldVentures Services, LLC

**Non-Debtor Affiliates**

- AFMPower Communications Limited
- NXT-ID
- Real Experiences in Travel, LLC
- Representataive Office of WorldVentures Marketing LLC
- Representative Office of WorldVentures Marketing B.V.
- Rovia Australia Pty Ltd
- Rovia Cooperatief U.A.
- Rovia Corp Services, LLC
- Rovia Cyprus Limited
- Rovia Cyprus Travel Limited (f/k/a WorldVentures CyprusEvents Limited)
- Rovia Enterprises, LLC
- Rovia France SAS
- Rovia Holdings (Netherlands) B.V.
- Rovia Holdings, LLC
- Rovia Jamaica Limited
- Rovia Norge As
- Rovia Pte. Limited
- Rovia Taiwan Ltd
- Rovia Travel (Hong Kong) Limited
- Rovia Travel (Shanghai) Co., Ltd
- Rovia Travel Limited
- Rovia Travel Limited Latvia filiale
- Rovia Travel Netherlands B.V.
- Rovia Travel Netherlands B.V. French Branch
- Rovia Travel Sdn. Bhd.

- Rovia Travel Services S.R.L.
- Rovia Travel South Africa (Pty) Ltd
- Rovia Travel, S. de R.L. de C.V.
- Rovia, S. de R.L.
- WorldVentures (Thailand) Limited
- WorldVentures Canada Inc
- WorldVentures Cooperatief U.A.
- WorldVentures Enterprises, LLC
- WorldVentures Events (Hong Kong) Limited (f/k/a WorldVentures Services Limited)
- WorldVentures Events (Malaysia) Sdn. Bhd.
- WorldVentures Events Jamaica Limited
- WorldVentures Events Limited
- WorldVentures Events Limited (f/k/a E142 Limited)
- WorldVentures Events Limited Greek Branch
- WorldVentures Events Pte. Ltd.
- WorldVentures Events Pty Ltd
- WorldVentures Events S.R.L.
- WorldVentures Events South Africa (Pty) Ltd
- WorldVentures Events Taiwan Ltd
- WorldVentures Holdings (Asia) Pte. Ltd.
- WorldVentures Holdings (Cyprus) Limited
- WorldVentures Holdings (Netherlands) B.V.
- WorldVentures Holdings, LLC
- WorldVentures Marketing (Cayman) LLC
- WorldVentures Marketing (Cayman) LLC Philippine Branch
- WorldVentures Marketing (Hong Kong) Limited
- WorldVentures Marketing (Namibia) (Proprietary) Limited

- WorldVentures Marketing (Zambia) Limited
- WorldVentures Marketing B.V.
- WorldVentures Marketing B.V. French branch
- WorldVentures Marketing Belize Ltd
- WorldVentures Marketing Brasil LTDA
- WorldVentures Marketing Colombia S.A.S
- WorldVentures Marketing Cyprus Limited (f/k/a WorldVentures Marketing Limited)
- WorldVentures Marketing d.o.o Beograd
- WorldVentures Marketing France SAS
- WorldVentures Marketing Greece Limited Liability Company
- WorldVentures Marketing Jamaica
- WorldVentures Marketing Korea, Ltd.
- WorldVentures Marketing Limited
- WorldVentures Marketing Limited
- WorldVentures Marketing LLC
- WorldVentures Marketing Norge As
- WorldVentures Marketing Poland Spolka Z Ograniczona Odpowiedzialnoscia
- WorldVentures Marketing Pte. Ltd.
- WorldVentures Marketing Pty Ltd
- WorldVentures Marketing S.R.L.
- WorldVentures Marketing s.r.o.
- WorldVentures Marketing SL d.o.o.
- WorldVentures Marketing South Africa (Pty) Ltd
- WorldVentures Marketing, S. de R.L.
- WorldVentures Marketing, S. de R.L. de C.V

- WorldVentures Marketing, S.L.
- WorldVentures Taiwan Ltd.
- WV Services Malaysia Sdn. Bhd.

**Top 40 Unsecured Creditors of Each Debtor**

- 2nd Watch, Inc.
- 4Higher Life Inc
- Abbrivo International, LLC
- ACCESS VG, LLC
- Adamides, Efrosyni
- ADOBE SYSTEMS, INC.
- Adonis Tourism LLC
- AirMed International, LLC
- Aitana Hotelera S.A. de C.V
- Alletec USA Inc
- Amadeus IT Group, S.A.
- Amazon Web Services, Inc.
- Azahara Hotelera SA de CV
- B2B Travel PTE. LTD.
- Baker Tilly Virchow Krause LLP (MCG)
- BG Enterprises, LLC
- BlueCross BlueShield /Health Care Service Corp
- Braun Marketing Company
- Cani Enterprises, LLC
- Casa de Campo Resort and Villas
- CCH Incorporated
- Celebrity Cruises, Inc.
- Century Link
- CTM 1
- CTM 9
- Destiladeras Resort
- Operations, S.A. de C.V.
- Double Your Profits LP
- Experiencias Xcaret hotels S.A.P.I de CV
- First Commercial Bank
- Franklin Street Properties Corp.
- Get Paid Nation Inc.

- GJ Travel Iceland
- Grand Fiesta Americana Guadalajara Country Club
- Great Wolf Lodge, LLC
- Grupo Posadas SAB de CV
- Hangzhou Westbrook Investment Do Ltd
- Harris Rothenberg International, Inc.
- Hotel Occidental Playa Nacasolo SA
- Icentris, Inc.
- IGT Services And Technologies
- Imperial Riding School
- Incontact, Inc.
- Inland Revenue Department
- Inlighten Inc.
- Insight Vacations
- InterGlobe Technologies
- Jex Enterprise LLC
- Judin Combrinck Inc
- Juniper
- KGS Services LLC
- Lattitud Vacation, S.A.
- Leading Edge Inc.
- Lee and Li
- LinkedIn Corporation
- Lionbridge Technologies, Inc.
- Live Aqua Urban Resort San Miguel De Allende
- Living Full Time Inc.
- Lost In Norway
- Mannheimer Swartling
- Marival Distinct, Av.
- Microsoft Corporation
- Miramar I Corporation
- Montgomery Capital Advisors, LLC
- Morris UK Enterprises INC
- Nancy Lieberman Enterprises
- Nugent Holdings
- Nugent, Wayne
- O.C. Tanner Recognition Company
- Odrobina & Co.
- Onit, Inc
- Optimum Technologies, LLC
- Patrick Mirandah Co
- Phelps Dunbar LLP
- Pietsch Nation LLC
- Powderham, Mary
- Powderham, Peter
- QUALTRICS, LLC
- Rapid7, LLC
- Royalton Suites Cancun
- Ruder-Finn, Inc.
- S.C. Alpin 2003 SRL
- Sabre
- Salesforce.Com, Inc.
- Sanya JW Marriott Hotel
- Serve the World Today LLC
- Sheraton Universal Hotel
- Silversea Cruises
- Smartling, Inc.
- SOR Technology, LLC
- Stratus Audio Inc (Optimal Phone)
- Success Partners Holding Co
- Sun Tours Co., LTD
- Sykes Budapest
- Sykes do Brasil
- Sykes do Shanghai
- Talent Wise
- Tayjak Enterprises
- Taylor Wessing LLP
- The 709 Agency, LLC
- TJ Marketing
- TNS US LLC
- Tollfreeforwarding
- Top Tier Travel Inc
- Travel To Freedom LLC
- Twilio, Inc.
- Unit4 Business Software Inc
- University of Southern California
- Vacationleader.com Inc.

- VersionOne, Inc
- Victoria Holidays Ltd.
- Watson, Dave
- We Be Trippin Global
- West Publishing Corporation
- Wimbrey Training Systems INC
- Winstead, PC
- Wm. Charles Bundren & Associates Law Group PLLC
- WorldVentures Foundation
- WSOL, LLC d/b/a Working Solutions
- WV RTE LLC
- Yangshuo Banyan Tree
- Hotel Co., LTD
- Zoey Enterprises INC

#### **Committee Members**

- FSP Legacy Tennyson Center, LLC
- Melody Yiru
- David Watson

#### **Alleged Secured Creditors**

- B. Terrell Limited Partnership
- Boog-Scott Family Limited Partnership
- Bowling Capital Partners, Ltd.
- Ceres Partners LLC ( Ceres Partners LLC is the Ultimate Parent of MA Ceres)
- Chung, Jae W.
- MA Ceres LLC
- Massoud Bayat Amended and Restated Sole and Separate Property Trust, an Irrevocable Trust
- Miller, Maribess
- Montgomery Capital Advisers, LLC
- Montgomery Capital Partners II, LP
- Montgomery Capital Partners, Ltd.
- Montgomery, Thomas A., IRA

- Mulkey Holdings, LLC
- Reza Bayat and Khatereh Tabandeh Trust March 30, 2011, a Revocable Trust
- Stephen A. Hall Irrevocable Trust (u/a/d May 14, 2018)
- TBF Loose Holdings, LLC
- TWL Group LP
- Type A Management, LLC

#### **Officers, Directors, and Other Insiders**

- Wayne Nugent
- Russell Nelms
- James Calandra
- Greg Licea
- Amy Avila
- Eddie Head
- Michael Poates
- Paul Jenkins
- Eric Haynes
- Simon Davies
- Kimberly Hughes
- Justin Call
- Tony Cacioppo
- Sam Lau
- Anna Yeung
- Mike Brower
- Asia Florence
- Jasmine Chan
- Himanshu Bakshi
- Lisette Bolanos
- Abdel Alwaked
- Sadia Dar
- Isabel Tellez
- Johan Singerling
- Todd Saunders
- Andrew Wahl
- Rhonda Weatherwaz
- Kim Nguyen
- Ashlea Wiley
- Justin Sparks

- Matt Miller
- Cambresha Picou
- Shanna Bradshaw
- Robin Phang
- Tim Alexander
- Ryan Miles
- Steven Rains
- Luzy Zou
- Kyle Duncan
- Rigo Melendez
- Mary Carroll
- Jeff Gwynn
- Sylvia Daropale
- Renee Mzyk
- Lisa Harig
- Dean Calvert
- Sean Fields
- Tony Mao
- Robert Ricker
- Joshua Mathews
- Billy Miller
- Tobias Lasco
- Daniel Yu
- Robert Williams
- Deanna Malson
- Rob Fazio
- John Ayer
- Apler Aslan
- Christine Beisert
- Lisa Butler Diane Wilkinson
- Annette Weaver
- Joan Lai
- Stephanie Odohofre
- On Ni Cheng
- Yuki Wan
- Sze Long Leung
- Nga Hung Chan
- Wing Ka Lam
- Pui Man Chan
- Brittany Champ

- Lily Hardin
- Gleydson Cavalcanti
- Jessica Adame
- Traci Means
- Kristie Wright
- Anissa Garcia
- Renee Metheny
- Bonnie Casey
- Lindsey Savannah Johnson
- Beatrice Young
- Maryanne Tocco
- Helen Tam
- Sze-Haw King
- Dom Stabile
- Casandra Stefan
- Ankia Staples
- Sarah Stricklin
- Rosie Boylen
- Francine Cheung
- Joey Chow
- Cherry Lau
- Jennerika Mcilwrick
- Sagar Pattani
- Evelyn Yan
- Marium Ali
- Alexis Gordon
- Lisa Pryor
- Michael Sithole
- Lisa Pippin
- Annette Adams
- Elena Pansalova
- Kevin Rwodzi
- Robi Marini
- Diego Aguilar
- Muriel Calmes

#### **Equity Owners**

- Be True To Yourself Business Trust
- Braun Marketing Company, Inc.
- Chillin The Most, LLC
- Chris Mayberry

- Ddouble Infinity LP
- Dr. Wu Yiche
- Equity Trust Company Custodian  
FBO Janie M. Braun IRA
- Infinity Enterprises, LLC
- James Menge
- Joshua Paine
- Julie Eversole
- Kent Eversole
- Kenneth E. Head
- KGS Services, LLC
- KS Travel & Trainings Ltd.
- Legacy Holding Spendthrift Trust
- Livin Full Time, Inc.
- Marc Accretta's The Leading Edge,  
Inc.
- Melvin Burrell
- Rochelle Burrell
- Millie Man Yin Leung
- Monico Perez
- RAT Pack Legacy, LLC
- Rhonda Morris
- Starfish Holdings Business Trust

- Tayjak Enterprises, LLC
- Troy Brown
- Kathy Brown
- VacationLeader.com, Inc.
- Wayne Tilman Nugent

#### **Professionals**

- B. Riley Financial
- Foley & Lardner, LLP
- Larx Advisors

#### **Judges**

- Honorable Bill Parker, Chief Judge
- Honorable Brenda T. Rhoades

#### **Office of the United States Trustee**

- Timothy W. O'Neal, Assistant  
United States Trustee
- Samuel M. Baker, Bankruptcy  
Analyst
- Eulunice Boddie, Paralegal  
Specialist
- Marc F. Salitore, Trial Attorney
- John M. Vardeman, Trial Attorney